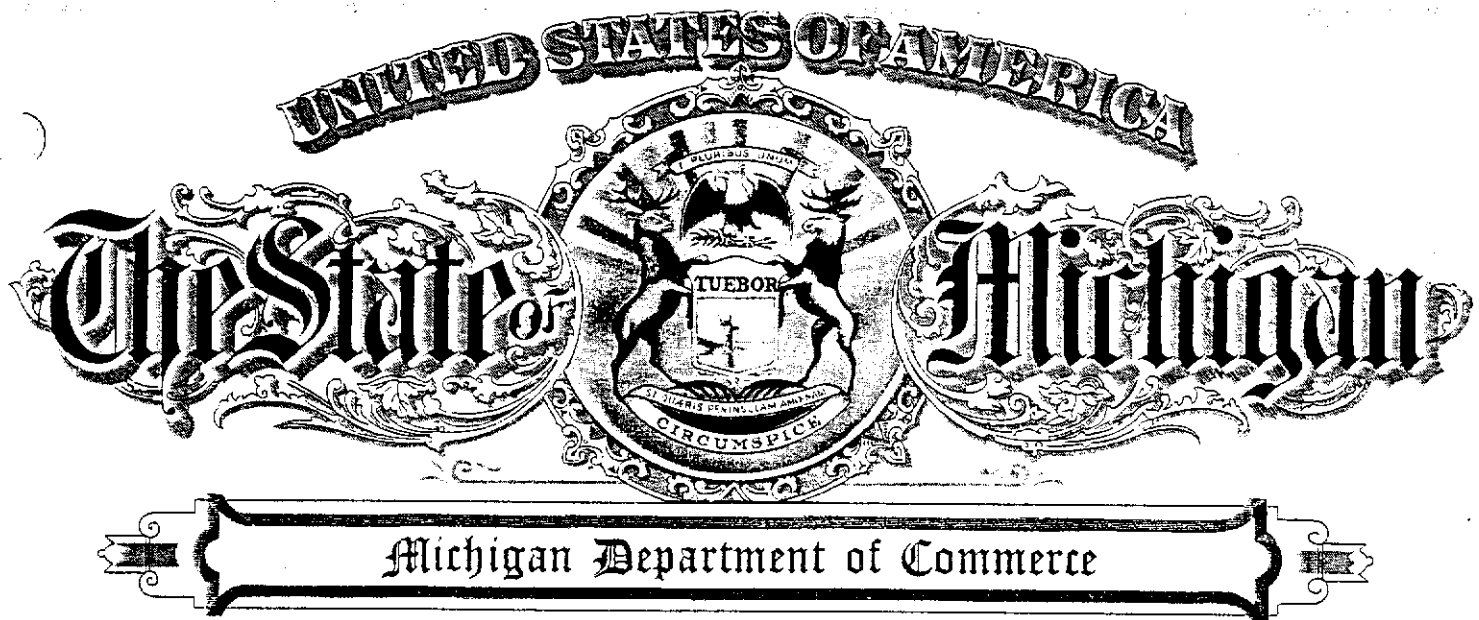


**EXHIBIT B**

**Articles of Incorporation**

**and**

**Certificate of Authority to Transact Business**



Lansing, Michigan

*This is to Certify That Articles of Incorporation of*

INDEPENDENT TELECOMMUNICATIONS SYSTEMS, INC.

*were duly filed in this office on the 29th day of March, 19 84 ,*  
*in conformity with Act 284, Public Acts of 1972, as amended.*

*In testimony whereof, I have hereunto set my*  
*hand and affixed the Seal of the Department,*  
*in the City of Lansing, this 29th day*  
*of March, 19 84 .*

*Director*

(FOR BUREAU USE ONLY)

**FILED**

Date Received

MAR 26 1984

MAR 29 1984

Administrator  
MICHIGAN DEPT. OF COMMERCE  
Corporation & Securities Bureau

EFFECTIVE DATE:

CORPORATION IDENTIFICATION NUMBER

119-075

ARTICLES OF INCORPORATION

OF

INDEPENDENT TELECOMMUNICATIONS  
SYSTEMS, INC.

These Articles of Incorporation are signed by the Incorporators for the purpose of forming a corporation for profit under the provisions of Act 284 of the Public Acts of 1972, as amended, known as the Michigan Business Corporation Act.

ARTICLE I

The name of this corporation is

INDEPENDENT TELECOMMUNICATIONS SYSTEMS, INC.

ARTICLE II

The purposes of this corporation are to engage in any

activity within the purposes for which corporations may be organized under the Michigan Business Corporation Act.

### ARTICLE III

The total authorized capital stock is Fifty Thousand (\$50,000.00) Dollars, consisting of Fifty Thousand (50,000) shares of common stock of the par value of One (\$1.00) Dollar per share.

The authorized shares of stock are all of one class with equal voting powers, and each such share shall be equal with every other such share.

### ARTICLE IV

The address of the initial Registered Office is 425 West Michigan Avenue, Kalamazoo, Michigan 49007.

The name of the initial Resident Agent is Dennis Feasel.

### ARTICLE V


The name and address of the Incorporators are as follows:

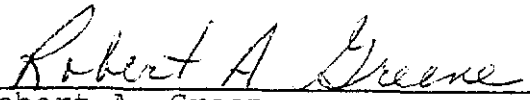
<u>Name</u>	<u>Address</u>
Dennis Feasel	230 Beachfield Battle Creek, Michigan 49015
Robert A. Greene	66 North 31st Street Battle Creek, Michigan 49015

ARTICLE VI

The term of this corporation is perpetual.

The undersigned, as Incorporators, have signed these Articles of Incorporation on March 22, 1984.

  
Dennis Feasel

  
Robert A. Greene

203138406

## MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

**FILED**

MAR 8 1990

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

Date Received

FEB 07 1990

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

For use by Domestic Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Independent Telecommunications Systems, Inc.

2. The corporation identification number (CID) assigned by the Bureau is:

1 1 9 - 0 7 5

3. The location of its registered office is: 230 Beaufield, Battle Creek

425 West Michigan Avenue, Kalamazoo

(Street Address)

(City)

Michigan 49007<sup>15</sup>

(ZIP Code)

4. Article III of the Articles of Incorporation is hereby amended to read as follows:

The corporation shall have two classes of common voting stock as follows:

45,000- Class A Common Voting Shares

5,000- Class B Common Voting Shares

The Class B stock shall have no rights to dividends or distributions.

Each share of Class A stock shall have one vote and each share of Class B stock shall have one vote.

The common stock will vote without reference to Class, with the majority of the stock represented at any meeting at which a quorum is present sufficient to constitute action by the shareholders.

## MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

Date Received

FC

**FILED**

APR 15 1991

APR 20 1991

Administrator  
MICHIGAN DEPT OF COMMERCE  
Corporation & Securities BureauEXPIRATION DATE: December 31, 1996**CERTIFICATE OF ASSUMED NAME**

For use by Corporations and Limited Partnerships

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), or Act 213, Public Acts of 1982 (limited partnerships), the corporation or limited partnership in item one below executes the following Certificate:

1. The true name of the corporation or limited partnership is:

Independent Telecommunications System, Incorporated

2. The identification number assigned by the Bureau is:

1 1 9 — 0 7 5

3. The location of the corporate registered office or the office at which the limited partnership records are maintained is:

205 Hill-Brady Road

Battle Creek, MI 49015

(Street Address)

(City)

(State)

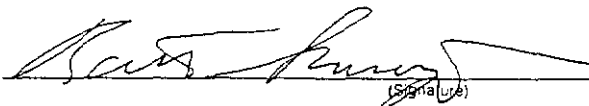
(ZIP Code)

4. The assumed name under which business is to be transacted is:

ITS Communications ✓

Signed this 11 day of April, 1991

By



(Signature)

(Type or Print Name)

(Type or Print Title)

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b)

- a. ☐ The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the board of directors or trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Signatures of all incorporators; type or print name under each signature)

- b. ☒ The foregoing amendment to the Articles of Incorporation was duly adopted on the 2<sup>nd</sup> day of, November, 1989. The amendment: (check one of the following)

☒ was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.

☐ was duly adopted by the written consent of all the directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.

☐ was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

☐ was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act.

Signed this 27 day of January, 1990

By Robert Sweezie  
(Signature)

Robert Sweezie  
(Type or Print Name)

President  
(Type or Print Title)

(Type or Print Title)

**DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW.** Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization  
remitting fees:

James E. Reed  
VANDERVOORT, COOKE, MCFEE, CHRIST,  
CARPENTER, & FISHER, P.C.  
312 Old Kent Bank Bldg.  
Battle Creek, MI 49017

Preparer's name and business  
telephone number:

James E. Reed

( 616 ) 965-1291

## INFORMATION AND INSTRUCTIONS

1. The amendment cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.  
Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of section 631 of the Act for the purpose of amending the articles of incorporation of a domestic profit or nonprofit corporation. Do not use this form for restated articles. A nonprofit corporation is one incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members. A nonprofit corporation organized on a nonstock directorship basis, as authorized by Section 302 of the Act, may or may not have members, but if it has members, the members are not entitled to vote.
4. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
5. Item 4 — The article being amended must be set forth in its entirety. However, if the article being amended is divided into separately identifiable sections, only the sections being amended need be included.
6. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
7. If the amendment is adopted before the first meeting of the board of directors, item 5(a) must be completed and signed in ink by all of the incorporators listed in Article V of the Articles of Incorporation. If the amendment is otherwise adopted, item 5(b) must be completed and signed in ink by the president, vice-president, chairperson, or vice-chairperson of the corporation.
8. FEES: Filing fee (Make remittance payable to State of Michigan) ..... \$10.00  
Franchise fee for profit corporations (payable only if authorized capital stock has increased) — 1/2 mill (.0005) on each dollar of increase over highest previous authorized capital stock.
9. Mail form and fee to:  
Michigan Department of Commerce  
Corporation and Securities Bureau  
Corporation Division  
P.O. Box 30054  
6546 Mercantile Way  
Lansing, MI 48909  
Telephone: (517) 334-6302

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED  
IN THE BOX BELOW. Include name, street and number  
(or P.O. box), city, state and ZIP code.

Name of person or organization  
remitting fees:

ITS Communications

ITS Communications  
205 Hill-Brady Road  
Battle Creek, MI 49015

Preparer's name and business  
telephone number:

Leo M. Filipowicz

ITS Communications  
(616) 969-0500

## INFORMATION AND INSTRUCTIONS

1. In order to file an assumed name with this agency this form, or a comparable document, must be submitted. This certificate of assumed name is to be used by a corporation or limited partnership desiring to transact business under an assumed name other than the true name of the corporation or limited partnership.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of the filing.

Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. The certificate shall be effective for a period expiring on December 31 of the fifth full calendar year following the year in which it was filed, unless a certificate of termination is filed.
4. The same name may be assumed by two or more limited partnerships participating together in any partnership or joint venture. The same name may be assumed by two or more corporations, or by one or more corporations and one or more limited partnerships or other enterprises, in the case of corporations and other enterprises participating together in a partnership or joint venture. Each participant corporation or limited partnership shall file a certificate under this section.
5. Item 1 — For domestic corporations and limited partnerships, the true name is the name contained in its current articles of incorporation or certificate of limited partnership (as amended or restated.) For foreign corporations and limited partnerships the true name is that name under which it obtained its authority to transact business or conduct affairs in Michigan.
6. Item 2 — Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
7. Item 3 — If a foreign limited partnership, this address must be that shown in item 6 of the application for registration to transact business in Michigan.
8. If a corporation, this certificate must be signed in ink by an authorized officer or agent of the corporation. If a limited partnership, it must be signed in ink by at least one general partner.
9. FEES: (Make remittance payable to State of Michigan. Include corporate or limited partnership name and ID number on check or money order) ..... \$10.00
10. Mail form and fee to:

Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division, P.O. Box 30054, 6546 Mercantile Way, Lansing, MI 48909, Telephone: (517) 334-6302

HCS/CO-541 (Rev. 03/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY) <b>FILED</b> MAY 06 2002
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
CIS Administrator Bureau of Commercial Services Trans: 1 4052904-1 05/01/02 Chk#: 12431 \$10.00 ID: 119075	
Name	Fritz Byam
Address	4079 Park East Court SE
City	State Zip Code
Grand Rapids, MI	49546
EXPIRATION DATE: DECEMBER 31, 2007	

Document will be returned to the name and address you enter above.  
If left blank document will be mailed to the registered office.

**CERTIFICATE OF ASSUMED NAME**  
**For Use by Corporations, Limited Partnerships and Limited Liability Companies**  
 (Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the corporation, limited partnership, or limited liability company in item one executes the following Certificate:

1. The name of the corporation, limited partnership, or limited liability company is:

Independent Telecommunications Systems, Inc.

2. The identification number assigned by the Bureau is:

119-075


3. The assumed name under which business is to be transacted is:

IXC Direct

4. This document is hereby signed as required by the Act.

**COMPLETE ITEM 5 ON LAST PAGE IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.**

Signed this 30th day of April, 2002

By   
 (Signature)  
 Robert M. Sweezie - President  
 (Type or Print Name) (Type or Print Title)

(Limited Partnerships Only - Indicate Name of General Partner if the General Partner is a corporation or other entity)

MLK

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**  
MAR 21 2003

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 03/21/03  
License Fee \$         
Franchise Tax \$ 25.00  
Filing Fee \$ 75.00  
Penalties \$         
Approved: JA 7/14.0

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: INDEPENDENT TELECOMMUNICATIONS SYSTEMS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Michigan

(b) Date of Incorporation: March 29, 1984

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

4079 Park East Court

None

Kentwood, MI 49546

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 422 North Northwest Highway

Number

Street

Suite #

Park Ridge,

IL

60068

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Michigan

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Robert Sweezie,	4079 Park East Court,	Kentwood,	MI	49546
Secretary	Robert Sweezie,	4079 Park East Court,	Kentwood,	MI	49546
Director	Robert Sweezie,	4079 Park East Court,	Kentwood,	MI	49546
Director					
Director					

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

To provide telecommunication services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	A	NPV	45,000	10,000
Common	B	NPV	5,000	3,250

9. Paid-in Capital: \$ 812,488

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 700,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ -0-
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 6,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 125,000.00

11. Interrogatories: (Important - this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 4079 Park East  
(b) Number of shares of all classes owned by residents of Illinois: -0- Kentwood, MI 49  
(c) Number of shares of all classes owned by non-residents of Illinois: 13,250  
(d) Is the corporation transacting business in this state at this time? No  
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 2/28 2003 INDEPENDENT TELECOMMUNICATIONS SYSTEMS, INC.  
(Month & Day) (Year) (Exact Name of Corporation)  
attested by [Signature]  
(Signature of Secretary or Assistant Secretary) by [Signature]  
Robert Sweeney Sec. (Type or Print Name and Title) Robert Sweeney, Pres. (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Form **BCA-4.15/**  
**4.20**

(Rev. Jan. 1999)

APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME

File # 6278-312-9

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9520  
www.cyberdriveillinois.com

Remit payment in check or money  
order, payable to "Secretary of State".

**FILED**

MAR 21 2003

JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 03/21/03

Filing Fee 60.00

Approved: mr

1. CORPORATE NAME: INDEPENDENT TELECOMMUNICATIONS SYSTEMS, INC.
2. State or Country of Incorporation: Michigan
3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): 03/21 2003  
(Month & Day) (Year)  
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
4. The corporation intends to adopt and to transact business under the assumed corporate name of:  
ITS COMMUNICATIONS
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 03/01 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.  
(Month & Day) (Year)  
(Complete No. 6 if changing or cancelling an assumed corporate name.)
6. The corporation intends to cease transacting business under the assumed corporate name of:
7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated 2/28, 2003  
(Month & Day) (Year)

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

Robert Sweezie sec  
(Type or Print Name and Title)

INDEPENDENT TELECOMMUNICATIONS  
SYSTEMS, INC.

(Exact Name of Corporation)

by [Signature]  
(Signature of President or Vice President)

Robert Sweezie President  
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

The fee to change an assumed name is \$25.

Form **BCA-4.15/**  
**4.20**

(Rev. Jan. 1999)

APPLICATION TO ADOPT,  
CHANGE OR CANCEL,  
AN ASSUMED CORPORATE NAME

File # 6275-312-9

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-9520  
www.cyberdriveillinois.com

Remit payment in check or money  
order, payable to "Secretary of State".

**FILED**

**MAR 21 2003**

**JESSE WHITE**  
**SECRETARY OF STATE**

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 03/21/03

Filing Fee 60.00

Approved: MR

1. CORPORATE NAME: INDEPENDENT TELECOMMUNICATIONS SYSTEMS, INC.
2. State or Country of Incorporation: Michigan
3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): 03/21/ 2003  
(Month & Day) (Year)  
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
4. The corporation intends to adopt and to transact business under the assumed corporate name of:  
IXC DIRECT
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 03/01/ 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.  
(Month & Day) (Year)  
(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:
7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated 2/28, 2003  
(Month & Day) (Year)

attested by X  
(Signature of Secretary or Assistant Secretary)

Robert Sweezie Sec  
(Type or Print Name and Title)

INDEPENDENT TELECOMMUNICATIONS  
SYSTEMS, INC.  
(Exact Name of Corporation)

by X  
(Signature of President or Vice President)

Robert Sweezie Pres.  
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

The fee to change an assumed name is \$25.